## FORM 13F



## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549



## FORM 13F COVER PAGE

	Report for the Calendar Year or Quarter Ended: December 31, 2007  Check here if Amendment [ ]; Amendment Number:  This Amendment (Check only one):  [ ] is a restatement  [ ] adds new holding entries
Instituti	[ ] adds new holding entries  RECEIVED  FEB 1 5 ZUU8
Name: Address	Stark Offshore Management LLC s: 3600 South Lake Drive
Form 1	St. Francis, Wisconsin 53235-3716  3F File Number: 28-11007  CONFIDENTIAL TREATMENT EXPIRES
represer	stitutional investment manager filing this report and the person by whom it is signed hereby nt that the person signing the report is authorized to submit it, that all information contained herein correct and complete, and that it is understood that all required items, statements, schedules, lists les, are considered integral parts of this form.
Person	Signing this Report on Behalf of Reporting Manager:
Name: Title: Phone:	Daniel J. McNally General Counsel (414) 294-7000
Signatu	re, Place and Date of Signing:
D	St. Francis, Wisconsin February 14, 2008 (City, State) (Date)
Report	Type (Check only one):
[X]	13F HOLDINGS REPORT: (Check here if all holdings of this reporting manager are reported in this report.)
	13F NOTICE: (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
	13F COMBINATION REPORT: (Check here if a portion of the holding for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)
List of (	Other Managers Reporting for this Manager: None

## **FORM 13F SUMMARY PAGE**

Report Summary:

Number of Other Included Managers: 0

Form 13F Information Table Entry Total: 3

Form 13F Information Table Value Total: \$586,063 (thousands)

List of Other Included Managers: None

Form 13F	Stark Offshore Management LLC	Column 4: Column 5: Column 6: Column 7	CUSIP Fair Market Shrs or SH/PRN   Pirt/ Investment Other	Number Value Prin Amt Call Discretion Managers Sole Tehanal	(x \$1000)			144.475 4 185.267 SH	43.750 1.157.418.SH		n 447011107 397,838 15,480,101 SH Sole 15,010			
	Stark Off	L	-		(× \$100(									
		Column 2: Column 3:	L	Class Nu				Common 1845	Common 371532102		Common 447011107			
		Column 1:	Name of	Issuer			Until 05/15/2008	CLEAR CHANNEL COMMUNICATION Common 184502102	GENESCO INC	Until 08/14/2008	HUNTSMAN CORP			